IHS Inc. Form 4 January 16, 2015

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Matzke-Hamlin Heather			2. Issuer Name <b>and</b> Ticker or Trading Symbol IHS Inc. [IHS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)			
C/O IHS INC., 15 INVERNESS WAY EAST			(Month/Day/Year) 01/14/2015	Director 10% Owner _X Officer (give title Other (specify below)  Sr VP, Chief Acctg Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ENGLEWOOI	O, CO 8011	2	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Sec	urities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispo (Instr. 3,	esed of 4 and (A) or	` '	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares	01/14/2015		A	205	A	\$ 0	10,759	D	
Class A Common Shares	01/14/2015		A <u>(1)</u>	3,780	A	\$ 0	14,539	D	
Class A Common Shares	01/14/2015		F(2)	1,319	D	\$ 113.22	13,220	D	
Class A Common	01/15/2015		S(3)	692	D	\$ 116.1564	12,528	D	

(4) Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (Instr.	ctio	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amor Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Matzke-Hamlin Heather C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112

Sr VP, Chief Acctg Officer

### **Signatures**

/s/ Julio Martin, Attorney-in-Fact on Behalf of Reporting Person

01/16/2015

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This award represents performance-based restricted stock units that were settled on January 14, 2015, based upon the determination of the Human Resources Committee of the Board of Directors that certain company financial performance goals were achieved.
- Represents shares withheld for taxes upon vesting of restricted stock units.
- (3) Sold pursuant to the reporting person's previously adopted Rule 10b5-1 trading plan.

Reporting Owners 2

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The price is a weighted average price. The prices actually received ranged from \$115.84 to \$116.3791. The reporting person will provide (4) to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.